

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X)	
)	
In re)	Chapter 11 Case No.
)	
Lehman Brothers Holdings Inc., <u>et al.</u> ,)	08-13555 (SCC)
)	
Debtors.)	Jointly Administered
)	
-----X		

**ORDER APPROVING AND ESTABLISHING NOTICE
PROCEDURES WITH RESPECT
TO PROPOSED RMBS SETTLEMENT AGREEMENT**

Upon the motion, dated March 22, 2017 (the “Motion”),¹ of Lehman Brothers Holdings Inc. (the “Plan Administrator”) as Plan Administrator under the *Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors* (the “Plan”), on behalf of itself and the other affiliated debtors in the above-captioned cases (collectively, the “LBHI Debtors”), pursuant to sections 105(a) and 105(d) of title 11 of the United States Code (the “Bankruptcy Code”), as complemented by Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for approval of the Notice Procedures with respect to the 9019 Motion, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and it appearing that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this proceeding on the Motion is a core proceeding pursuant to 28 U.S.C. §157(b); and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and that the relief requested in the Motion being in the

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

best interests of the LBHI Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Notice Procedures and the form of notice with respect to the 9019 Motion, a copy of which is annexed hereto as Exhibit 1, are approved; and it is further

ORDERED that notice of the Motion and the RMBS Settlement Agreement in accordance with the Notice Procedures will be sufficient and effective notice in satisfaction of federal and state due process requirements and other applicable law to put the parties in interest in these Chapter 11 Cases and others, including the Institutional Investors and the investors in each Trust, on notice of the Motion and the RMBS Settlement Agreement; and it is further

ORDERED, that the LBHI Debtors shall file the 9019 Motion no later than 21 days after entry of this Order; and it is further

ORDERED that, all objections to the 9019 Motion must be filed and served so as be received by June 22, 2017 at 12:00 noon (prevailing Eastern time); and it is further

ORDERED that the Hearing on the 9019 Motion will take place in the Bankruptcy Court on July 6, 2017 at 10:00 a.m. (prevailing Eastern Time); and it is further

ORDERED that notice of the 9019 Motion as provided herein shall be deemed good and sufficient notice of the 9019 Motion; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: April 6, 2017
New York, New York

/S/ Shelley C. Chapman
THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Hearing Date: July 6, 2017 at 10:00 a.m. (ET)
Objection Deadline: June 22, 2017 at 12:00 noon (ET)

WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
Tel: (212) 728-8000
Fax: (212) 728-8111
Paul V. Shalhoub
Todd G. Cosenza

ROLLIN BRASWELL FISHER LLC
8350 East Crescent Parkway, Suite 100
Greenwood Village, Colorado 80111
Tel: (303) 945-7412
Fax: (303) 974-7468
Michael A. Rollin

*Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X)	
In re)	Chapter 11 Case No.
)	
Lehman Brothers Holdings Inc., <u>et al.</u> ,)	08-13555 (SCC)
)	
Debtors.)	Jointly Administered
)	
-----X		

**NOTICE OF MOTION OF LEHMAN BROTHERS HOLDINGS INC.
PURSUANT TO FED. R. BANKR. P. 9019 AND 11 U.S.C § 105(A) FOR
APPROVAL OF THE RMBS SETTLEMENT AGREEMENT**

PLEASE TAKE NOTICE that, on _____, 2017 Lehman Brothers Holdings Inc.
(the “Plan Administrator”), as Plan Administrator under the *Modified Third Amended Joint
Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors*, on behalf of itself
and the other affiliated debtors in the above-captioned cases (collectively, the “LBHI Debtors”)
filed the [Motion of Lehman Brothers Holdings Inc. pursuant to Fed. R. Bankr. P. 9019 and 11

U.S.C. §105(A) for Approval of RMBS Settlement Agreement (the “Motion”)]. Capitalized terms used but not define herein have the meanings given to them in the Motion.

PLEASE TAKE FURTHER NOTICE that a hearing will be held on the Motion before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 623, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”) on **July 6, 2017 at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion (including approval of the Trustee Findings and the Debtors’ Findings) must be made in writing, state with particularity the grounds therefor, conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, be filed electronically in text searchable portable document format (PDF) with the Court in accordance with General Order M-399 (General Order M-399 can be found at www.nysb.uscourts.gov, the official website for the Court), by registered users of the Court’s case filing system and by all other parties in interest (with a hard copy delivered directly to the Judge’s Chambers), and be served in accordance with General Order M-399, and upon (i) the chambers of the Honorable Shelley C. Chapman, One Bowling Green, New York, New York 10004, Courtroom 23; (ii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Attn: Paul V. Shalhoub, Esq. and Todd G. Cosenza, Esq.) and Rollin Braswell Fisher LLC, 8350 East Crescent Parkway, Suite 100, Greenwood Village, Colorado 80111 (Attn: Michael A. Rollin, Esq. and Maritza D. Braswell, Esq.), attorneys for LBHI and certain of its affiliates; (iii) Gibbs & Bruns LLP, 1100 Louisiana, Suite 5300, Houston, Texas 77002 (Attn: Kathy Patrick, Esq. and Robert Madden, Esq.), attorneys for the Institutional Investors; (iv) Chapman & Cutler LLP, 111 West Monroe Street,

Chicago, Illinois 60603 (Attn: Franklin H. Top III, Esq. and Scott A. Lewis, Esq.), Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, New York 10178 (Attn: Michael S. Kraut, Esq.), Seward & Kissel LLP, 1 Battery Park Plaza, New York, New York 10004 (Attn: M. William Munno, Esq. and Daniel E. Guzman, Esq.), Alston & Bird LLP, 1201 West Peachtree Street, Suite 4900, Atlanta, Georgia 30309 (Attn: John C. Weitnauer, Esq.), and Nixon Peabody LLP, 437 Madison Avenue, New York, New York 10022 (Attn: Dennis Drebsky, Esq.), attorneys for the Trustees; and (v) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: William K. Harrington, Esq., Susan D. Golden, Esq., and Andrea B. Schwartz, Esq.) so as to be actually filed and received by **no later than June 22, 2017 at 12:00 noon (prevailing Eastern time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that the relief requested in the Motion may be granted without a hearing if no objection is timely filed and served as set forth above and in accordance with the order, dated June 17, 2010, implementing certain notice and case management procedures in these cases [Docket No. 9635] (the “Case Management Order”).

Remainder of Page Intentionally Left Blank

Dated: [____], 2017
New York, New York

/s/ DRAFT

Paul V. Shalhoub

Todd G. Cosenza

WILLKIE FARR & GALLAGHER LLP

787 Seventh Avenue

New York, New York 10019

Tel: (212) 728-8000

Fax: (212) 728-8111

Michael A. Rollin

ROLLIN BRASWELL FISHER LLC

8350 East Crescent Parkway, Suite 100

Greenwood Village, Colorado 80111

Tel: (303) 945-7412

Fax: (303) 974-7468

*Attorneys for Lehman Brothers Holdings Inc. and
Certain of Its Affiliates*